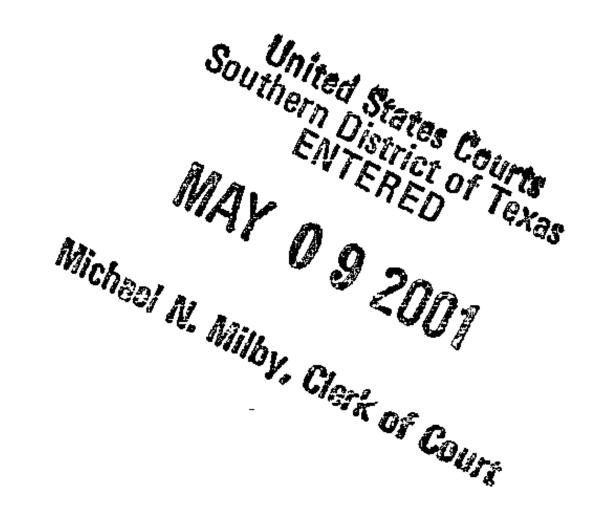
IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION



IN RE:

P.B.L., INC. D/B/A PIONEER TOUR AND TRAVEL

DEBTOR

CASE NO. 00-40657-H2-11 (CHAPTER 11)

ORDER APPROVING FIRST APPLICATION TO MODIFY FIRST AMENDED PLAN

CAME ON for consideration the First Application to Modify the Debtor's First Amended Plan (the "Application") filed herein by P.B.L., INC. D/B/A PIONEER TOUR AND TRAVEL, Debtor ("Debtor") and the Court is of the opinion the same should be granted, it is therefore;

ORDERED, ADJUDGED and DECREED that the Debtor's First Application to Modify the Debtor's First Amended Plan is APPROVED; and it is further

ORDERED, ADJUDGED and DECREED that the following provisions shall be deemed incorporated into the Debtor's First Amended Plan

The Class 9 Secured Claim of Chase Manhattan Bank shall be satisfied as follows:

- a. The Purchaser shall assume the responsibility for payment of that certain Term Promissory Note payable to Chase in the original principal sum of \$19,421.56 dated July 10, 1997. The monthly payments will continue to be \$399.71, due on the 10th of each month through July 10, 2002, when a final payment of all principal and accrued interest will be due.
- b. Chase shall continue to retain its liens until payment in full of their Secured Claim. Chase may request the Purchaser to execute an assumption and/or security agreement, however their existing lien will Survive confirmation without the necessity of any further documentation or filings.

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SIGNED this 7th day of 11, 2001

JNITED STATES BANKRUPTCY JUDGE

Return signed copy to:

Keavin D. McDonald Wilshire Scott & Dyer, P.C. 1221 McKinney, Suite 4550 Houston, Texas 77010 (713) 651-1221 (713) 651-0020 (Fax)